

CERTIFICATE OF INCORPORATION
OF
SOUTHWEST NATURAL PRODUCTION COMPANY

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Book 1111
Other 4-19-78

FIRST: The name of the Corporation is

SOUTHWEST NATURAL PRODUCTION COMPANY

SECOND: Its principal office in the State of Delaware is located at 100 West 10th Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, 100 West 10th Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by said Corporation are as follows:

(a) To carry on the business of the production and sale of oil and gas and their products; the drilling, exploration and development of oil and gas properties; the acquisition, through purchase, lease or otherwise of interests in production and in undeveloped oil and gas lands, properties and leases.

(b) To carry on the business of buying, selling, transporting, producing, acquiring, developing, utilizing, manufacturing, storing, extracting, separating, refining, reducing, compressing, absorbing, condensing, cracking, converting, purifying, treating, evaporating, vaporizing, blending, analyzing, liquefying, combining, mixing, marketing, and otherwise dealing in and turning to account, oil of all kinds and grades, petroleum, gas, either natural or artificial, gasoline, carbon and hydrocarbon products of all kinds, and the elements, constituents, products and by-products, mixtures, combinations, compounds and blends thereof.

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SUPERFUND RECORDS

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(c) To construct, build, purchase, lease or otherwise acquire, take, own, hold, equip, improve, develop, maintain, manage, operate, control, mortgage, create liens upon, deal in, and otherwise dispose of and turn to account, any and all kinds of plants, works, factories, buildings, structures, stores, storehouses, warehouses, houses, waterworks and plants, tanks, reservoirs, apparatus and things of property, real or personal, of every kind and description, cars, tank cars, tanks, pipelines, transmission lines, distribution lines and plants, mains, pipes, conduits, ducts, services, pumping and compressing stations, terminals, storage plants and equipment, systems, ships and vehicles, however propelled, vessels and craft of any and all kinds, however operated, or propelled, docks, wharves, drydocks, repair shops, elevators, piers and any and all facilities, connections, installations, appliances, apparatus, appurtenances, things or property, real and personal, of every kind and description, connected with, incidental to, necessary, suitable, useful, convenient or appertaining to the producing, drilling for, mining, manufacturing, buying, acquiring, securing, transporting, refining, reducing, condensing, evaporating, vaporizing, blending, analyzing, compressing, liquefying, absorbing, cracking, extracting, separating, purifying, combining, mixing, marketing, utilizing, dealing in, storing, or otherwise disposing of and turning to account, oil of any and all kinds and grades, gas, either natural or artificial, gasoline, naphtha, alcohol, benzine, kerosene, carbon and hydrocarbon products, nitrates, petroleum, asphalt, bitumen and bituminous substance of all kinds, and the elements, constituents, products and by-products, mixtures, combinations and blends thereof, and for any of the purposes enumerated in this certificate.

(d) To acquire, purchase, lease, erect, build, maintain, operate, sell and otherwise dispose of plants, systems, lines, conduits, ducts and other structures or devices for the production, transportation and sale to municipalities, corporations and individuals of gas and steam, for heating and motive purposes, and, in connection therewith, to acquire, own, hold, possess, and convey franchises and grants from state or municipal authorities for supplying cities, villages and towns, and the inhabitants thereof, with gas and steam for such purposes.

(e) To acquire, construct, own, enlarge, maintain and operate waterworks, and to supply municipalities, corporations and individuals with water and water power, and to acquire, erect, maintain, construct and enlarge all necessary wells, dams, buildings, plants, machinery, fixtures, pipes, appliances and apparatus of every sort for supplying municipalities, corporations and individuals with water and water power for all purposes, and to carry on any business incidental thereto, including the purpose of acquiring, constructing, enlarging, maintaining and operating waterworks, pumping stations and a system of water supply and the wells, dams, reservoirs, pumping stations, pipes and conduits thereto appertaining; to supply water and water power for domestic, mechanical, public, fire and all other purposes; to acquire, own, hold, possess and convey franchises and grants from state or municipal authorities for supplying cities, villages and towns, and the inhabitants thereof, with water for all purposes.

(f) To purchase, acquire, construct, lease, maintain, operate, sell or otherwise dispose of plants for the preservation and storage of food stuffs and commodities of all kinds by means of artificial refrigeration, and, in connection therewith, to acquire, erect, own, lease, maintain and operate, sell or otherwise dispose of plants for the manufacture and storage of ice.

(g) In connection with and incidental to any of the foregoing, to purchase or otherwise acquire, take, own, hold, mortgage, pledge, create liens upon, convey, sell, lease, enjoy, or otherwise turn to account, assign and transfer, and to invest, trade and deal in goods, wares and merchandise and real and personal property, and to exercise any and all powers connected with or relating to each and every of the foregoing businesses.

(h) To apply for, obtain, register, purchase, lease, acquire, secure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon or otherwise dispose of, deal in and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trade-marks, trade names and symbols, distinction marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, processes, data, formulas of any and all kinds granted by or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever.

(i) To act as fiscal agent or agent for the purpose of any firm, partnership or corporation in any business in which this Corporation might be engaged; to make investigations, reports or perform other services for corporations which may be organized for any purpose in which this Corporation may be engaged, and to enter into management contracts or other service contracts with any such corporation or corporations.

(j) To acquire any part of the good will, rights, property and business of any person, firm, association or corporation, heretofore or hereafter engaged in any business similar to the business of this Corporation, and to pay for the same in cash or in stock or bonds of this Corporation, or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner and in any country, state or locality herein enumerated, the whole or any part of the business thus acquired, provided such business is within the authorization of the General Corporation Laws of the State of Delaware.

(k) To purchase, acquire, sell, hold, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government or governmental authority or of any political or administrative subdivision or department thereof, and

certificates, receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities; to issue its own shares of stock, bonds, notes, debentures or other evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts purchased or acquired by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise all the rights, powers and privileges of ownership in respect thereof, including the right to vote thereon for any and all purposes; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise, those issuing, creating or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

(1) To manufacture, buy, sell and deal in cement, bricks, tile, plaster, paints, clay products, fireproofing and refractory materials of all kinds.

(a) To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, liquidation or reorganization of any corporation, combination, organization, entity or association, domestic or foreign.

(n) To borrow money; to issue bonds, debentures or obligations, secured or unsecured, of the Corporation from time to time, for moneys borrowed or in payment for property purchased or for any of the other objects or purposes of the Corporation; to secure the same by mortgage or mortgages upon,

or by deed or deeds of trust of, or by pledge of, any or all of the property, real and personal, of the Corporation, wheresoever situated, acquired or to be acquired, and to sell or otherwise dispose of any or all of such bonds, debentures or obligations in such manner and upon such terms as may be deemed judicious, to confer upon the holders of any bonds, debentures or obligations of the Corporation secured or unsecured, the right to convert the same into stock of the Corporation upon such terms and conditions as may be deemed advisable; to create, issue, sell and otherwise dispose of for money, property or other considerations deemed useful for the purpose of the Corporation, certificates entitling the holder to an interest in all or any part of the securities from time to time held by the Corporation; to permit the holders of any bonds, debentures, or obligations of the Corporation, secured by specific securities, to share in the income of such securities in lieu of, or in addition to, a fixed return on their investment; and to issue certificates for partly-paid stock of the Corporation.

(o) To endorse or guarantee the payment of principal and/or interest or dividends upon any stocks, bonds, obligations or other securities or evidences of indebtedness issued or created by any other corporation of the State of Delaware or any other state, or of any country, nation or government, or political authority, so far as the same may be permitted by law.

(p) To merge, amalgamate or consolidate, in accordance with law, with any other corporation having objects altogether or in part similar to the objects of this Corporation; and to form, organize, promote, manage, control and

maintain and dissolve, merge or consolidate one or more corporations in the shares or securities of which this Corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.

(q) To sell, assign, transfer, convey, mortgage, pledge and otherwise dispose of all the property and the entire business of this Corporation at any time, including its entire good will and all its assets, privileges, franchises and rights of whatever sort, either for cash or upon credit, or in consideration of the transfer to this Corporation of the stocks, bonds or other obligations of any other corporation, and under such terms and conditions as the Board of Directors of this Corporation may deem expedient and for the best interest of this Corporation, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

(r) To purchase, hold, sell, transfer, reissue or cancel shares of its own capital stock or its own securities or obligations.

(s) To enter into, make, carry out, perform, assign or otherwise dispose of contracts, agreements and arrangements of every kind and character with any individual, firm, association or corporation, private, quasi-public, public or municipal, domestic or foreign, or with the government or public authorities of the United States or of any state, district, territory, colony, dependency or possession thereof, or with any officer or official or with any and all

foreign governments, states, political subdivisions, municipalities, boards, bodies and officials, whether or not relating to the purchase or other acquisition, or the sale of or other disposal of, stocks, bonds, debentures, evidences of indebtedness, or other securities, either as principal or agent, of any such governments, states, political subdivisions, authorities, officers, corporations, associations, firms or individuals.

(t) To enter into any legal arrangements for sharing profits, union of interest, reciprocal concessions, or cooperation with any person, partnership, association, combination, organization, entity or corporation carrying on or proposing to carry on any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Corporation.

(u) To undertake, contract for or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.

(v) To conduct its business in the State of Delaware and in other states, the District of Columbia, territories and colonies of the United States and its insular possessions and in foreign countries, and to have one or more offices out of the State of Delaware.

(w) In general, from time to time, to do any or all of the acts or things hereinabove set forth as fully to the same extent as natural persons could do, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries, as well as in the State of Delaware

(except for constructing, maintaining and operating public utilities within the State of Delaware).

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) all of which shall be designated as Common Stock and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000).

No holder of any shares of stock of the Corporation as such shall have any preemptive right to purchase or subscribe for any additional shares of stock of the Corporation of any class, whether now or at any time hereafter authorized, or for any bonds, certificates of indebtedness, debentures or other securities convertible into shares of stock of the Corporation of any class.

FIFTH: The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>Name</u>	<u>Residence</u>
Archie O. Dawson	136 East 36 Street, New York, N. Y.
William C. Blind	81 Tracey Place, Englewood, N. J.
William Rockefeller	1055 Prospect Avenue, Pelham Manor, N. Y.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders will not be subject to the payment of corporate debts to any extent whatever.

NINTH: All corporate powers shall be exercised by the Board of Directors, except as may be otherwise provided by statute or by this Certificate of Incorporation; and the following powers are in furtherance and not in limitation of the powers conferred by statute.

The Board of Directors may make by-laws for the Corporation and from time to time alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors or the stockholders may be altered, amended or repealed by the stockholders at any annual meeting or at any special meeting, provided that notice of such proposed alteration, amendment or repeal is included in the notice of such special meeting.

The Board of Directors may from time to time create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the Corporation, warrants, rights or options entitling the holders thereof to purchase from the Corporation any shares of its Capital Stock of any class or classes, such warrants, rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares may be purchased from the Corporation upon the exercise of any such warrant, right or option, shall be such as shall be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such warrants, rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such warrants, rights or options.

The Board of Directors may from time to time borrow money on behalf of the Corporation and may, in connection therewith or as payment for property purchased or for any of the other objects or purposes of the Corporation, issue bonds, debentures or other obligations, secured or unsecured, of the Corporation; sell or otherwise dispose of any or all of such bonds, debentures or other obligations, in such manner and upon such terms as may be deemed advisable; secure such bonds or obligations of the Corporation by mortgage or mortgages upon, or by deed or deeds of trust of, or by pledge of, any or all of the property, real and personal, of the Corporation, wheresoever situated, acquired or to be acquired; confer upon the holders of any bonds, debentures or other obligations of the Corporation, secured or unsecured, the power to vote in respect of the corporate affairs and management of the Corporation to the same extent and in the same manner as the stockholders of the Corporation, and, in case of a default in the payment of the principal or interest of said bonds or debentures, or otherwise, or in any other case, confer upon such holders of bonds, debentures or other obligations the same right of inspection of the corporate books, accounts and records, and also any other rights which the stockholders of the Corporation have or may have by reason of the provisions of the Laws of Delaware or pursuant to the provisions of this Certificate of Incorporation; confer upon the holders of any bonds, debentures or other obligations, secured or unsecured, of the Corporation, the right to convert the same into stock of the Corporation upon such terms and conditions as the Board of Directors may deem advisable. The Board of Directors may also create, issue, sell and otherwise dispose of for money, properties or other considerations

deemed useful for the purposes of the Corporation, certificates entitling the holder to an interest in all or any part of the securities from time to time held by the Corporation; and may permit the holders of any bonds, debentures or other obligations of the Corporation, secured by specific securities, to share in the income of such securities in lieu of, or in addition to, a fixed return on their investment.

The Corporation may enter into contracts or transact business with one or more of its directors, or with any firm in which one or more of its directors are partners, or with any corporation or association in which any one of its directors is a stockholder, director or officer, and such contract or transaction shall not be invalidated or in any wise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of this Corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall at the time at which it was entered into have been a reasonable one to have been entered into and shall have been upon terms that at that time were fair.

The Board of Directors may from time to time establish, reestablish, amend, alter or repeal and may put into

effect and carry out such a plan or plans as may from time to time be approved by it for the distribution among or sale to the officers and employees of the Corporation, or any of them, in addition to their regular salaries or wages, or any moneys or other property of the Corporation, or of any shares of stock of the Corporation, of any class, in consideration for or in recognition of the services rendered by such officers and employees.

The Board of Directors may authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

Any member of the Board of Directors may be removed from office at any time without cause assigned therefor, by the affirmative vote of a majority of the stockholders of the Corporation having voting power, at any special meeting of the stockholders called in accordance with the provisions of the by-laws of the Corporation.

The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers expressly conferred upon it by statute.

TENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

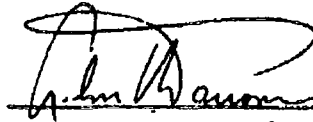
ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings and to have one or more offices, within or without the State of Delaware, and to keep the books of this Corporation, (subject to the provisions of the statutes), outside of the State of Delaware at such place as may be from time to time designated by the Board of Directors.

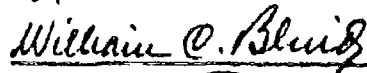
TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THIRTEENTH: The Corporation may indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or in which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

WE, THE UNDERSIGNED, being each of the incorporators

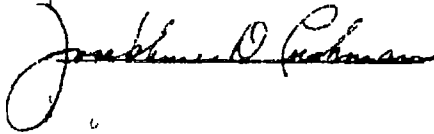
hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 19th day of April, 1948.







In Presence of:



STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, That on this 19th day of April,
A.D., 1948, personally came before me, a Notary Public for the
State of New York, ARCHIE O. DAWSON, WILLIAM C. BLIND and
WILLIAM ROCKEFELLER, all of the parties to the foregoing
Certificate of Incorporation, known to me personally to be
such, and severally acknowledged the said Certificate to be the
act and deed of the signers, respectively, and that the facts
therein stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

James M. O'Connor
Notary Public

MAURICE M. O'CONNOR
Notary Public, State of New York
Qualified in 1948
Where to Get a Notary Seal: 100
N.Y. Co. 6th Ave. 10th Fl. N.Y.C.
Phone: GR 6-1111, 10th Fl. N.Y.C.
Commission Expires March 31, 1951



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